

RECORDATION NO. 23654-D FILED

JUN 27 '03

2-47 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

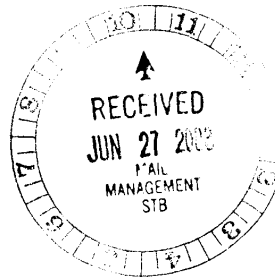
FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

June 25, 2003

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 9, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23654.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Omnisource Corporation  
1610 N. Calhoun Street  
Ft. Wayne, IN 46808

A description of the railroad equipment covered by the enclosed document is forty (40) 5-1/2 foot sided, open-top mill gondola cars, with FURX marks, (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Amy Romo".

Amy Romo  
Manager of Documentation

Enclosures

(OMSR009)

RECORDATION NO. 23651-D FILED

JUN 27 '03

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ASSGN. NO.: OMSR009

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of May, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Omnisource Corporation ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 11, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 5, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION  
Executed on this 9th day of May, 2003

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

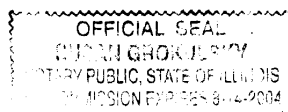
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of May, 2003.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

OMNISOURCE CORPORATION

By: Phillip R. Bedwell

Name: Phillip R. Bedwell

Title: Director of Rail and  
Barge Transportation

ATTEST:

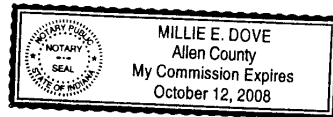
By: Scott A. Keunene

Name: Scott A. Keunene

Title: Asst. Director of Rail  
and Barge Transportation

Executed on this 2<sup>nd</sup> day of May, 2003.

[CORPORATE SEAL]



STATE OF INDIANA

COUNTY OF ALLEN

I, MILLIE E. DOVE, a Notary Public of the County and State aforesaid,  
certify that PHILLIP R. BEDWELL personally appeared before me this day and acknowledged his due  
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2<sup>nd</sup> day of MAY, 2003.

Millie E. Dove  
Notary Public

Commission Expires:

10/12/08  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: 5 1/2-foot sided, open-top mill gondola cars

CAR NUMBERS:

FURX 320204	FURX 321872
FURX 320207	FURX 321878
FURX 320213	FURX 321879
FURX 320215	FURX 321880
FURX 320224	FURX 321882
FURX 320238	FURX 321884
FURX 320244	FURX 321885
FURX 320267	FURX 321886
FURX 320269	FURX 321895
FURX 320290	FURX 321897
FURX 321762	FURX 321898
FURX 321793	FURX 322102
FURX 321846	FURX 322152
FURX 321852	FURX 322205
FURX 321853	NDYX 606
FURX 321854	NDYX 613
FURX 321857	NDYX 622
FURX 321858	NDYX 628
FURX 321859	NDYX 647
FURX 321866	Count: 40
FURX 321867	